

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MINNESOTA**

DEUTSCHE BANK TRUST COMPANY
AMERICAS, in its capacity as successor
indenture trustee for certain series of Senior
Notes, et. al.,

Plaintiffs,

vs.

U.S. BANK, N.A.

Defendant.

: Court File No. 11-cv-1452 (MJD/AJB)
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PLAINTIFFS’ MOTION FOR (i)
LEAVE TO FILE THE SECOND
AMENDED COMPLAINT AND (ii)
AN ORDER CLARIFYING OR
MODIFYING THE COURT’S
PRIOR SEALING ORDER

Pursuant to Rules 5.2(e), 15(a), 21, and 26(c) of the Federal Rules of Civil Procedure and District of Minnesota Local Rules 15.1, 5.1, and as set forth in ECF Civ III.D and IX.D, Plaintiffs Deutsche Bank Trust Company Americas, in its capacity as successor indenture trustee for a certain series of Senior Notes (“DBTCA”), Law Debenture Trust Company of New York, in its capacity as successor indenture trustee for a certain series of Senior Notes (“Law Debenture”), and Wilmington Trust Company, in its capacity as successor indenture trustee for the PHONES Notes (“Wilmington Trust” and, together with DBTCA and Law Debenture, the “Plaintiffs”), by and through their undersigned counsel, respectfully move this Court for (i) leave to file a second amended complaint (the “Second Amended Complaint”),¹ and (ii) an order clarifying or modifying

¹ Pursuant to L.R. 15.1, a copy of (1) Plaintiffs' proposed Second Amended Complaint, with a placeholder for the Amended Exhibit A redacted pending an order clarifying or modifying the Court's Order Granting Motion to File Exhibit A to the Complaint under Seal, and (2) a redline comparing the proposed Second Amended

the Court's Order Granting Motion to File Exhibit A to the Complaint under Seal [Docket No. 7] (the "Sealing Order") to permit Plaintiffs to file under seal information that could establish a link between a defendant and a party who produced information to the Official Committee of Unsecured Creditors of Tribune Company ("Tribune"), or the payments made to defendants by Tribune in connection with its 2007 leveraged buyout (the "Shareholder Transfers"), in future filings, including Exhibit A to the Second Amended Complaint (the "Amended Exhibit A"), and to serve individual defendants with redacted versions of such filings that disclose information relating only to the specific defendant served.

Dated this 28th day of September, 2011.

KELLEY, WOLTER & SCOTT, P.A.

s/Kevin M. Magnuson
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Counsel for Plaintiffs

Complaint with the Amended Complaint, which is the operative pleading, are attached to the Affidavit of Kevin M. Magnuson ("Magnuson Aff.") as Exhibits 1 and 2. Upon resolution of this motion, and if the Court grants the relief requested herein, Plaintiffs will serve defendants with a version of the Amended Exhibit A that discloses the information pertaining to only the defendant served, and will file an unredacted version of the Amended Exhibit A under seal.